

**First Union Rail Corporation**

One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, Illinois 60018-4214  
847 318-7575  
Fax 847 318-7588

**VIA FEDERAL EXPRESS**



April 19, 1999

RECORDATION NO. 22146 FILED

APR 20 '99 11-00AM

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated April 6, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Tabor Grain Company  
P.O. Box 350  
Oakland, IL 61943

A handwritten signature in black ink, appearing to read "Tabor Grain Company".

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read "Tiffany Chase".

Tiffany Chase  
Manager of Documentation

Enclosure

(TAGR001)

## MEMORANDUM OF LEASE

APR 20 '99

11-00AM

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 6<sup>th</sup> day of April, 1999, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Tabor Grain, a wholly-owned subsidiary of Archer Daniels Midland.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of August 25, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 17 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of February, 1999 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

## LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: K.A. Dambrowski  
Name: K.A. Dambrowski  
Title: Director of Documentation

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

Executed on this 6<sup>th</sup> day of April, 1999.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 6<sup>th</sup> day of April, 1999.

Susan Grokulskey  
Notary Public

My Commission Expires:

8-14-2000  
(Notary Public)



LESSEE:

TABOR GRAIN, a wholly-owned subsidiary of  
ARCHER DANIELS MIDLAND

ATTEST:

By: Nicole L. Frerichs  
Name: Nicole L. Frerichs  
Title: Rail Rate Analyst

By: George Greenwood  
Name: George Greenwood  
Title: Manager  
Executed on this Robert J. Meisner day of \_\_\_\_\_, 1999.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Macon

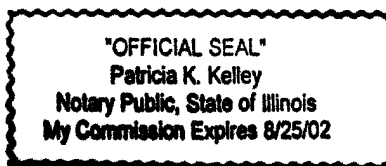
I, Patricia K. Kelley, a Notary Public of the County and State  
aforesaid, certify that Bob Meisner personally appeared before me this  
day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 1st day of  
April, 1999.

Patricia K. Kelley  
Notary Public

My Commission Expires:

8/25/02  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Twenty-five (25)

DESCRIPTION OF CARS: 4750 c. f. Covered Hopper cars

CAR NUMBERS:

- NOKL 000100
- NOKL 000112
- NOKL 003000
- NOKL 003008
- NOKL 003013
- NOKL 003034
- NOKL 003075
- NOKL 003090
- NOKL 003094
- NOKL 003104
- NOKL 003144
- NOKL 003148
- NOKL 003211
- NOKL 003229
- NOKL 003240
- NOKL 003245
- NOKL 003327
- NOKL 003610
- NOKL 003647
- NOKL 099114
- NOKL 200000
- UMP 830116
- UMP 830117
- UMP 830120
- UMP 830121